

May 2, 2000

Dennis J. Moss, Administrative Law Judge
Washington Utilities and Transportation Commission
P.O. Box 47250
Olympia, WA 98504-7250

Re: In re Joint Application for Merger of Qwest Communications International Inc. and U S West, Inc., Docket No. UT-991358

**RENEWED REQUEST FOR CONTINUANCE OF BRIEFING SCHEDULE
RENEWED MOTION FOR ISSUANCE OF BENCH REQUESTS**

Dear Judge Moss:

This is to inform you and the Commission of the latest developments in this merger proceeding. Commission Staff recently received copies of the requested private side agreements U S West and Qwest have reached with Covad and AT&T. The Covad agreement (attached) is a public, non-confidential document, and should be admitted into the record as an exhibit. However, the AT&T agreement has been designated highly confidential and proprietary by the parties. After reviewing that agreement, Commission Staff is even more convinced that it is essential that the Commission have access to the agreement as it weighs the issues presented by the merger application. Accordingly, Staff hereby renews its request that the Commission issue Bench Requests for not only the highly confidential AT&T agreement, but also the McLeodUSA agreement which Staff has not yet seen, but which counsel for McLeodUSA has agreed to provide on a highly confidential basis pursuant to the protective order in this case. In addition, the Commission should include in its Bench Requests a request for any agreement U S West and Qwest reach with either Nextlink or ATG in exchange for those companies withdrawing their opposition to the merger in Washington.

Additionally, Commission Staff requests that the Commission grant its request for a continuance of the briefing schedule so as to afford Staff the time needed to adequately review, analyze, and brief the agreements. Commission Staff strongly believes the granting of this request for continuance is necessary and in the public interest. Thank you for your consideration.

Very truly yours,

SALLY G. JOHNSTON
Assistant Attorney General

SGJ

cc: All Parties